

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF: MATTHEW R. NALL

FILE NO. 0600491

CONSENT ORDER OF WITHDRAWAL

TO THE RESPONDENT: Matthew R. Nall
(CRD#: 2528568)
11309 Blackwalnut Point
Indianapolis, Indiana 46236

C/o LaSalle Street Securities, LLC
940 Industrial Drive
Elmhurst, Illinois 60126-1131

C/o Bradley W. Skolnik
Attorney At Law
251 E. Ohio Street Suite 1100
Indianapolis, Indiana 46204

WHEREAS, Respondent on the 4th day of April 2007 executed a certain Stipulation to Enter Consent Order of Withdrawal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated February 23, 2007 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.

2. That on August 7, 2006 NASD entered a Letter Of Acceptance, Waiver And Consent (AWC) submitted by the Respondent regarding File No. 2005001028601 which sanctioned the Respondent as follows:
 - a. suspension from association with any member of NASD in any capacity for sixty (60) days; and
 - b. fined \$5,000 .
3. That the AWC found:
 - a. In July 2004, the Respondent completed a form entitled "Change of Broker/Dealer and/or Representative Authorization" ("Form"), which bears the date July 11, 2004, and changed the broker of record for a ManuLife Venture III Variable Annuity owned by DW, a member of the public, from another broker who was previously employed with the Member to himself. The Respondent also affixed the signature of DW on the Form, without DW's knowledge or consent, in violation of NASD Conduct Rule 2110 by the Respondent.
 - b. In July 2004, the Respondent completed a Form, which bears the date July 11, 2004, and changed the broker of record for a ManuLife Venture III Variable Annuity owned by MW, a member of the public, from another broker who was previously employed with the Member to himself. The Respondent also affixed the signature of MW on the Form, without MW's knowledge or consent, in violation of NASD Conduct Rule 2110 by the Respondent.
 - c. in July 2004, the Respondent completed a Form, which bears the date July 2, 2004, and changed the broker of record for a ManuLife Venture III Variable Annuity owned by AH, a member of the public, from another broker who was previously employed with the Member to himself. The Respondent also affixed the signature of all on the Form, without Al-I's knowledge or consent, in violation of NASD Conduct Rule 2110 by the Respondent.

- d. In July 2004, the Respondent completed a Form, which bears the date July 10, 2004, and changed the broker of record for a MaruaLife Venture 111 Variable Annuity owned by RD-D, a member of the public, from another broker who was previously employed with the Member to himself. The Respondent also affixed the signature of RD-D on the Form, without RD-D's knowledge or consent, in violation of NASD Conduct Rule 2110 by the Respondent.
 - e. In July 2004, the Respondent completed a Form, which bears the date July 6, 2004, and changed the broker of record for a ManuLife Venture III Variable Annuity owned by DM-C, a member of the public, from another broker who was previously employed with the Member to himself. The Respondent also affixed the signature of DM-C on the Form, without DM-C's knowledge or consent, in violation of NASD Conduct Rule 2110 by the Respondent.
 - f. In July 2004, the Respondent completed a Form, which bears the date July 9, 2004, and changed the broker of record for a ManuLife Venture III Variable Annuity owned by GB, a member of the public, from another broker who was previously employed with the Member to himself. The Respondent also affixed the signature of GB on the Form, without GB's knowledge or consent, in violation of NASD Conduct Rule 2110 by the Respondent.
 - g. Although the documents noted above bear different dates, the Respondent completed them and affixed all of the members of the public's names on them on the same evening, when he was alone at his office. The Respondent did not effect any transactions in the annuity accounts for the members of the public, received no commissions and did not obtain any new customers by his actions.
- 4. That Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be revoked if the Secretary of State finds that such salesperson has been suspended by any self-regulatory organization registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self-regulatory organization.
 - 5. That NASD is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.
 - 6. That by virtue of the foregoing, the Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondent's registration as a salesperson in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall cause to have his registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be levied cost incurred during the investigation of this matter in the amount of One Thousand Five Hundred dollars (\$1,500.00). Said amount was paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he has submitted with the Stipulation a certified or cashier's check in the amount of One Thousand Five Hundred dollars (\$1,500.00) to cover costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

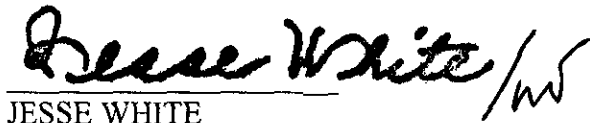
WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent shall cause to have his registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.
2. The Respondent is levied costs of investigation in this matter in the amount of One Thousand Five Hundred dollars (\$1,500.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on April 4, 2007 has submitted One Thousand Five Hundred dollars (\$1,500.00) in payment thereof.

3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED This 11th day of April 2007.

A handwritten signature in black ink that reads "Jesse White" followed by a stylized monogram "JW".

JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of the Section 12.D of the Act. Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of the Order, shall be guilty of a Class 4 Felony.

This is a final order subject to administrative review pursuant to the Administrative Review Law, {735 ILCS 5/3-101 et seq.} and the Rules and Regulations of the Illinois Securities Act, {14 Ill. Admin. Code Ch. I, Section 130.1123}. Any action for Judicial Review must be commenced within thirty-five (35) days from the date a copy of this Order is served upon the party seeking review.